

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

COMPUTE NORTH HOLDINGS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 22-90273 (MI)
)
) (Jointly Administered)
) **Re: Docket No. 91 & 191**

**NOTICE OF FILING OF REVISED PROPOSED ORDER (A) APPROVING DE
MINIMIS ASSET SALE PROCEDURES; (B) APPROVING CERTAIN BIDDING
PROCEDURES, ASSUMPTION, ASSIGNMENT, AND REJECTION PROCEDURES,
AND THE FORM AND MANNER OF NOTICE THEREOF; (C) AUTHORIZING THE
DEBTORS TO ENTER INTO ASSET PURCHASE AGREEMENTS WITH STALKING
HORSE BIDDERS; AND (D) SCHEDULING A HEARING ON THE APPROVAL OF
THE SALE OF THE DEBTORS' REMAINING ASSETS FREE AND CLEAR OF ALL
ENCUMBRANCES AS WELL AS THE ASSUMPTION AND ASSIGNMENT
OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

PLEASE TAKE NOTICE THAT:

1. On September 26, 2022, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors Emergency Motion for Entry of (I) an Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption, Assignment, and Rejection Procedures, and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors Assets Free and Clear of All Encumbrances as well as the Assumption and Assignment of Certain Executory*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Compute North Holdings, Inc. (4534); Compute North LLC (7185); CN Corpus Christi LLC (5551); CN Atoka LLC (4384); CN Big Spring LLC (4397); CN Colorado Bend LLC (4610); CN Developments LLC (2570); CN Equipment LLC (6885); CN King Mountain LLC (7190); CN Minden LLC (3722); CN Mining LLC (5223); CN Pledgor LLC (9871); Compute North Member LLC (8639); Compute North NC08 LLC (8069); Compute North NY09 LLC (5453); Compute North SD, LLC (1501); Compute North Texas LLC (1883); Compute North TX06 LLC (5921); and Compute North TX10 LLC (4238). The Debtors’ service address for the purposes of these chapter 11 cases is 7575 Corporate Way, Eden Prairie, Minnesota 55344.

Contracts and Unexpired Leases; and (II) an Order (A) Authorizing the Sale of the Debtors Assets Free and Clear of all Encumbrances, (B) Approving Asset Purchase Agreements, (C) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (D) Waiving Stay Provisions Pursuant to Bankruptcy Rules 6004(H) and 6006(D) [Docket No. 91] (the “Sale Procedures Motion”).

2. Attached to the Sale Procedures Motion as Exhibit A was a proposed form of order (the “Original Proposed Order”).

3. On October 11, 2022, the United States Bankruptcy Court for the Southern District of Texas (the “Court”) held a hearing (the “Initial Hearing”) to consider the Sale Procedures Motion, and the Court and certain other parties in interests raised comments with respect to the Sale Procedures Motion. Following the Initial Hearing, the Debtors filed a revised form of proposed order under certification of counsel [Docket No. 184] and, on October 13, 2022, the Court entered that revised proposed order with certain modifications [Docket No. 191] (the “Initial Sale Procedures Order”). The Initial Sale Procedures Order contemplated that the Debtors would seek approval of a final sale procedures order at a subsequent hearing to be held before the Court on October 21, 2022.

4. The Debtors hereby file a proposed form of final sale procedures order attached hereto as Exhibit A (the “Proposed Final Sale Procedures Order”) seeking approval of certain of the relief requested in the Sale Procedures Motion. The Proposed Final Sale Procedures Order incorporates changes in response to certain informal comments received from parties in interest and in response to certain formal objections filed with respect to the Sale Procedures Motion.

5. For the convenience of the Court and parties in interest, a redline of the Proposed Final Sale Procedures Order marked against the Original Proposed Order is attached hereto as

Exhibit B and a redline of the Proposed Final Sale Procedures Order marked against the Initial Sale Procedures Order is attached hereto as **Exhibit C**.

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Dated: October 21, 2022
Houston, Texas

/s/ James T. Grogan III

PAUL HASTINGS LLP

James T. Grogan III (TX Bar No. 24027354)
600 Travis Street, 58th Floor
Houston, Texas 77002
Telephone: (713) 860-7300
Facsimile: (713) 353-3100
Email: jamesgrogan@paulhastings.com

-and-

Luc Despins (admitted *pro hac vice*)
Sayan Bhattacharyya (admitted *pro hac vice*)
Daniel Ginsberg (admitted *pro hac vice*)
200 Park Avenue
New York, New York 10166
Telephone: (212) 318-6000
Facsimile: (212) 319-4090
Email: lucdespins@paulhastings.com
sayanbhattacharyya@paulhastings.com
danielginsberg@paulhastings.com

-and-

Matthew Micheli (admitted *pro hac vice*)
Michael Jones (admitted *pro hac vice*)
71 South Wacker Drive, Suite 4500
Chicago, Illinois 60606
Telephone: (312) 499-6000
Facsimile: (312) 499-6100
Email: mattmicheli@paulhastings.com
michaeljones@paulhastings.com

Proposed Counsel to the Debtors and Debtors in Possession